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EXPRESS MAIL NO. EL069687102US

Attorney's Docket No. SRL 6071 (C-3021/2)

DECLARATION AND POWER OF ATTORNEY

REGULAR OR DESIGN APPLICATION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

NOVEL BENZOTHIOPINES HAVING ACTIVITY AS INHIBITORS OF ILEAL BILE ACID TRANSPORT AND TAUROCHOLATE UPTAKE

the specification of which:

(check one)

- [] is attached hereto
[x] was filed on 7/2/98 as Application Serial No.
09/109,551, and was amended on _____.
[] was described and claimed in PCT International Application
No. _____, filed on _____ and as amended
under PCT Article 19 on _____, if any.

ACKNOWLEDGEMENT OF REVIEW OF PAPERS AND DUTY OF CANDOR

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations §1.56.

PRIORITY CLAIM

I hereby claim foreign priority benefits under Title 35, United States Code, §119 (a) - (d) or §365(b) of any foreign application for patent or inventor's certificate, or §365(a) of any PCT application which designates at least one country other than the United States of America, listed below and have also identified below any foreign application for patent or

inventor's certificate having a filing date before that of the application on which priority is claimed:

Priority Claimed

(Number)	(Country)	(Day/Month/Year Filed)

Priority Not Claimed

ANY FOREIGN APPLICATION(S), ON THE SAME SUBJECT MATTER WHICH HAS A FILING DATE EARLIER THAN THE EARLIEST APPLICATION FROM WHICH PRIORITY IS CLAIMED

(Number)	(Country)	(Day/Month/Year Filed)
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CLAIM FOR BENEFIT OF PROVISIONAL APPLICATION(S)

I hereby claim the benefit under Title 35, United States Code, §119(e) of any United States provisional application(s) listed below.

(Application Number)	(Filing Date)

CLAIM FOR BENEFIT OF EARLIER U.S. APPLICATION(S) UNDER 35 U.S.C. 120

(complete this part only if this is a divisional,
continuation or CIP application)

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s), or §365(c) of any PCT international application designating the United States of America, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code §112, I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, §1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application:

08/916,065 (Serial No.)	March 11, 1997 (Filing Date)	<u>pending</u> (Status: patented, pending, abandoned)
08/831,284 (Serial No.)	March 31, 1997 (Filing Date)	<u>pending</u> (Status: patented, pending, abandoned)

<u>60/068,170</u>	<u>December 19, 1997</u>	<u>Pending</u>
(Serial No.)	(Filing Date)	(Status: patented, pending, abandoned)
<u>08/517,051</u>	<u>August 21, 1995</u>	<u>abandoned</u>
(Serial No.)	(Filing Date)	(Status: patented, pending, abandoned)
<u>08/305,526</u>	<u>September 12, 1994</u>	<u>abandoned</u>
(Serial No.)	(Filing Date)	(Status: patented, pending, abandoned)
<u>60/013,119</u>	<u>March 11, 1996</u>	<u>abandoned</u>
(Serial No.)	(Filing Date)	(Status: patented, pending, abandoned)

POWER OF ATTORNEY

I hereby appoint the following attorneys to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Irving Powers (15,700), Donald G. Leavitt (17,626), John K. Roedel, Jr. (25,914), Michael E. Godar (28,416), Edward J. Hejlek (31,525), William E. Lahey (26,757), Richard G. Heywood (18,224), Frank R. Agovino (27,416), Kurt F. James (33,716), G. Harley Blosser (33,650), Paul I. J. Fleischut (35,513), Vincent M. Keil (35,838), Robert M. Evans, Jr. (36,794), Robert M. Bain (36,736), Kathleen M. Petrillo (35,076), Rudolph A. Telscher, Jr. (36,032), Paul A. Stone (38,628), David E. Crawford, Jr. (38,113), Paul A. Maddock (37,877), Charles E. Cohen (34,565), Scott A. Williams (39,876), Richard L. Bridge (40,529), David M. Gryte (P-41,809), Christopher M. Goff (P-41,785), George R. Beck (21,180), Dennis A. Bennett (34,547), Jon A. Beusen (30,610), Gary M. Bond (29,283), Grace L. Bonner (32,963), Joseph W. Bulock (37,103), James C. Forbes (39,457), Dennis R. Hoerner (30,914), J. Timothy Keane (27,808), Cynthia S. Kovacevic (35,578), Larry M. Lavin (30,768), Thomas P. McBride (32,706), Michael J. Roth (29,342), Richard H. Shear (26,583), Brian K. Stierwalt (33,213), and Roger A. Williams (27,679).

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Direct Telephone Calls To:

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(314) 231-5400

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first inventor Len F. Lee

Inventor's signature Len F. Lee Date 10/7/98
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Full name of sole or sixth inventor David B. Reitz

Inventor's signature David B. Reitz Date Oct. 7, 1998
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St. Louis, MO 63167

Full name of sole or seventh inventor Samuel J. Tremont

Inventor's signature Sam J. Tremont Date 10/17/98
Residence 729 Bergquist Dr., St. Louis, MO Citizenship US
Post Office address 800 North Lindbergh
St. Louis, MO 63167

ASSIGNMENT

WHEREAS, We Len F. Lee of St. Louis, Missouri; Shyamal C. Banerjee of St. Louis, Missouri; Horng-Chih Huang of St. Louis, Missouri; Jinglin J. Li of St. Louis, Missouri; Raymond E. Miller of St. Louis, Missouri; David B. Reitz of St. Louis, Missouri; and Samuel J. Tremont of St. Louis, Missouri, have invented an improvement in NOVEL BENZOTHIEPINES HAVING ACTIVITY AS INHIBITORS OF ILEAL BILE ACID TRANSPORT AND TAUROCHOLATE UPTAKE (File SRL 6071) and have executed an application for a United States patent based thereon (Serial No. 09/109,551 filed July 2, 1998).

AND, WHEREAS, G. D. Searle and Company of Skokie, Illinois, a corporation of the State of Delaware (hereinafter referred to as "ASSIGNEE") is desirous of acquiring certain rights thereunder;

NOW, THEREFORE, for one dollar and other good and valuable consideration, receipt of all of which is hereby acknowledged, we have agreed to and do hereby sell, assign and transfer unto said ASSIGNEE the entire right, title and interest in and throughout the United States of America (including its territories and dependencies) and all countries foreign thereto in and to said invention, said United States application, any other United States applications (including provisional, non-provisional, divisional, continuing or reissue applications) based in whole or in part on said United States application or in whole or in part on said invention, any foreign applications based in whole or in part on any of the aforesaid United States application or in whole or in part on said invention, and any and all patents (including extensions thereof) of any country which have been or may be granted on any of the aforesaid applications or on said invention or any part thereof;

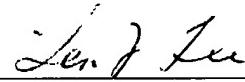
TO BE HELD AND ENJOYED by said ASSIGNEE, its successors and assigns,
as fully and entirely as the same would have been held and enjoyed by us had no sale and
assignment of said interest been made;

AND We hereby authorize and request the Commissioner of Patents of the United States of America to issue any and all United States patents which may be granted upon said United States applications or any of them, or upon said invention or any part thereof, to said ASSIGNEE;

AND We hereby jointly and severally agree for ourselves and for our respective heirs, executors and administrators, to execute without further consideration any further lawful documents and any further assurances, and any provisional, non-provisional, divisional, continuing, reissue, or other applications for patents of any country, that may be deemed necessary by said ASSIGNEE fully to secure to said ASSIGNEE its interest as aforesaid in and to said invention or any part thereof, and in and to said several patents or any of them;

AND We hereby jointly and severally covenant for ourselves and our respective legal representatives that we have granted no right or license to make, use or sell said invention, to anyone except said ASSIGNEE, that prior to the execution of this deed our right, title and interest in said invention had not been otherwise encumbered, and that we have not executed and will not execute any instrument in conflict herewith.

IN WITNESS WHEREOF, we have hereunto set our hands.



Len F. Lee



Shyamal C. Banerjee

Hoglin Huang

Horng-Chih Huang



Jinglin J. Li

Raymond E. Miller

Raymond E. Miller



David B. Reitz

Samuel J. Tremont

Samuel J. Tremont

ACKNOWLEDGEMENT

STATE OF _____)

COUNTY OF _____)

On this 19th day of October, before me, a Notary Public, personally appeared Len F. Lee to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.

Wanda Sue Keeey
Notary Public

My Commission Expires:

WANDA SUE KEEY
NOTARY PUBLIC FOR THE STATE OF MISSOURI
ST. CHARLES COUNTY
EXPIRES OCTOBER 1998

STATE OF _____)

COUNTY OF _____)

On this 19th day of October, 1998, before me, a Notary Public, personally appeared Shyamal C. Banerjee to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal and the date and year last above written.

Portia M. Simpson
Notary Public

My Commission Expires:

July 5, 2001

*Portia M. Simpson, Notary Public
County of St. Louis, State of Missouri
My Commission Expires July 5, 2001*